



THOMAS D. MARION  
VICE PRESIDENT & TREASURER

**TTX COMPANY**  
101 NORTH WACKER DRIVE  
CHICAGO, ILLINOIS 60606  
(312) 853-3223

DIRECT LINE (312) 984-3821  
FAX (312) 984-3855

September 6, 2000

**VIA FEDERAL EXPRESS**

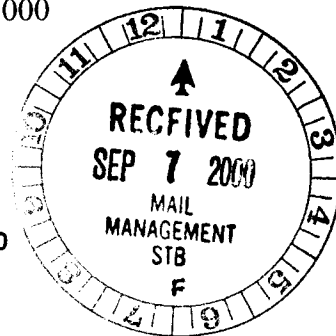
Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

RECORDATION NO. 11480-F FILED

SEP 11 '00

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Dear Mr. Williams:

**SURFACE TRANSPORTATION BOARD**

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) certified copies of the following fully executed document:

**Bill of Sale dated as of July 17, 2000.**

This is a secondary document, relating to the Lease of Railroad Equipment (No. 24B) dated as of February 1, 1980 between TTX Company (f/k/a Trailer Train Company) and First Security Bank of Utah, as trustee, which was filed and recorded under Recordation Number 11480-B on February 11, 1980.

Parties to this transaction are as follows:

TTX Company (Buyer)  
101 North Wacker Drive  
Chicago, Illinois 60606

Chrysler Financial Company L.L.C. (Seller)  
225 High Ridge Road  
Stamford, CT 06905

A description of the railroad equipment covered by the enclosed document appears in the Schedule A attached to the document.

Enclosed is our check for \$26.00 to cover filing fees.

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,

**Enclosures**

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TTX COMPANY  
OFFICER'S CERTIFICATE

SEP 11 '00 2-34 PM

SURFACE TRANSPORTATION BOARD

I, Thomas D. Marion, Vice President & Treasurer of TTX Company, DO HEREBY CERTIFY that the attached documents are true and correct copies of the original, executed Bill of Sale, by and between TTX Company and Chrysler Financial Company L.L.C.

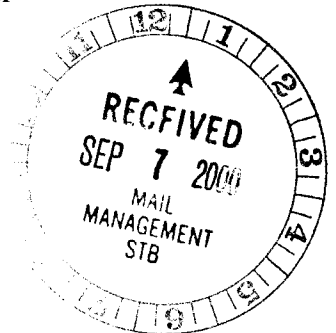
IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of TTX Company the 6<sup>th</sup> day of September, 2000.

*Thomas D. Marion*

Thomas D. Marion  
Vice President & Treasurer

(Corporate Seal)

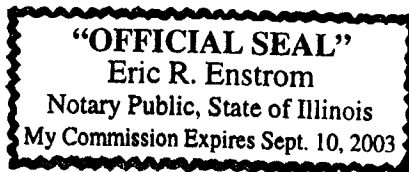
State of Illinois, )  
 ) SS.:  
County of Cook )



On this 6<sup>th</sup> day of September, 2000, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Vice President & Treasurer of TTX COMPANY and that the seal affixed to this instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors.

*Eric R. Enstrom*

Notary Public



(Notarial Seal)

Bill of Sale

SEP 11 '00

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## SURFACE TRANSPORTATION BOARD

Chrysler Financial Company L.L.C., successor-by-merger to Chrysler Capital Corporation (hereinafter called the "Seller"), for valuable consideration paid by TTX Company (hereinafter called the "Purchaser"), at or before the execution and delivery of these presents, the receipt and sufficiency of which are hereby acknowledged, does hereby grant, bargain, sell, transfer, and set over unto the Purchaser, its successors and assigns, its right, title and interest in the property described in Schedule A attached hereto.

Such grant, bargain, sale, transfer and set over, as set forth hereinabove is pursuant to and in accordance with the provisions, terms and conditions of that certain Equipment Option Agreement dated as of September 9, 1994 (the "Agreement"), by and between Chrysler Capital Corporation and the Purchaser.

TO HAVE AND TO HOLD the above described property unto the Purchaser, its successors and assigns, for its and their own use and behoof, forever but subject to the Lease.

And the Seller hereby warrants unto the Purchaser and its successors and assigns as permitted by the Agreement that, as of the date hereof, the Seller has such title to the aforesaid property originally conveyed to it in connection with the Lease dated as of February 1, 1980 and good and lawful right to dispose of said property.

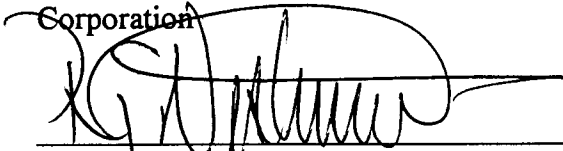
The Seller further warrants that the aforesaid property is free and clear of all claims, liens, charges, equities, mortgages, security interests and other encumbrances arising by, under or through Seller, except for liens which Purchaser in its capacity as Lessee has the duty to discharge under the Lease (as such term is defined in the Agreement).

The Seller further covenants for itself, its successors and assigns that it will defend such title against all claims and demands by or in favor of any person claiming by, through, or under the Seller that arise from events occurring on or prior to the execution of the Bill of Sale, other than such claims, liens, charges, equities, mortgages, security interests and other encumbrances which are the responsibility of the Purchaser in its capacity as Lessee under the Lease as defined in the Agreement.

THE AFORESAID PROPERTY IS BEING SOLD HEREIN ON AN "AS IS, WHERE IS" BASIS AND "WITH ALL FAULTS". EXCEPT AS SET FORTH HEREIN, THE SELLER MAKES NO WARRANTY, EITHER EXPRESS OR IMPLIED, INCLUDING ANY IMPLIED WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, AND EXPRESSLY DISCLAIMS LIABILITY FOR LOST PROFIT OR FOR INDIRECT, INCIDENTAL, CONSEQUENTIAL, OR COMMERCIAL LOSSES AND ALL OTHER OBLIGATIONS OR LIABILITIES.

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed in its name by a duly authorized representative on this 17th day of July, 2000.

CHRYSLER FINANCIAL COMPANY L.L.C.,  
Successor-by-Merger to Chrysler Capital  
Corporation

A handwritten signature in black ink, appearing to read "Richard G. Neptune", is written over a horizontal line. The signature is stylized with a large initial "R" and "N".

Name: Richard G. Neptune

Title: Assistant Vice President

# SCHEDULE A

## TTX COMPANY LEASE NO. 24B

Remaining Equipment as of July 17, 2000

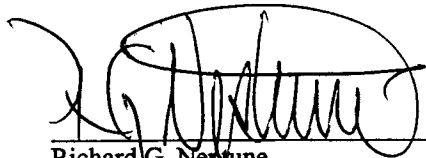
<u>Equipment Type</u>	<u>Builder</u>	<u>Car Numbers</u>	<u>Number of Cars</u>	<u>Original Cost per Car</u>	<u>Total Cost</u>
89'4", 70-ton capacity, hydraulic draft gear, flush deck, low level flatcars.	Pullman	854205 - 854219	88	\$ 44,764.29	\$ 3,939,257.52
		854221			
		854223 - 854228			
		854230 - 854258			
		854260 - 854268			
		854270 - 854297			
89'4", 70-ton capacity, hydraulic draft gear, flush deck flatcars.	Bethlehem	982890 - 982891	68	51,450.00	3,498,600.00
		982893 - 982896			
		982898 - 982900			
		982902 - 982924			
		982926 - 982954			
		982956 - 982962			
89'4", 70-ton capacity, hydraulic draft gear, flush deck flatcars.	Pullman	992650 - 992749	100	51,276.63	5,127,663.00
	Pullman	992750 - 992759	10	51,365.58	513,655.80
<b>Total</b>			<u>266</u>		<u>\$ 13,079,176.32</u>

06/28/2000

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# OFFICER'S CERTIFICATE

The undersigned, an Assistant Vice President of Chrysler Financial Company L.L.C., a limited liability company formed under the laws of the state of Delaware, successor-by-merger to Chrysler Capital Corporation, hereby certifies to TTX Company that all necessary action has been taken to authorize the consummation of the transactions contemplated under that Equipment Option Agreement dated as of September 9, 1994.

  
Richard G. Neptune,  
Assistant Vice President